#### FORM D

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM D

## Washington, D.C. 20549

#### OMB APPROVAL OMB Number: Expires: April 30,2008 Estimated average burden

# RECEIVED

NOTICE OF SALE OF SECURITIES PURSUANT TO RECULATION D

SEP 1 2006 SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION	06046899
Name of offering (	
Filing Under Check box(es) that apply):  Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Agile Mind Educational Holdings, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone	Number (Including Area Code)
1100 Main Street, Suite 101 Grapevine, TX 76051 817-329-222	23
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone (if different from Executive Offices)	Number (Including Area Code)
Brief Description of Business Education	PROGREGA
Type of Business Organization  corporation  limited partnership, already formed  business trust  limited partnership, to be formed  other (please specify):	E 142000
Month Year  Actual or Estimated Date of Incorporation or Organization: 0 4 0 2 Actual Estimated  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)  DF	be who as a single

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (6-02)

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2. Enter the information r	equested for the fo	Howing			
<ul> <li>Each promoter of</li> </ul>	the issuer, if the is	suer has been organized	within the past five years;		
<ul> <li>Each beneficial ow</li> </ul>	ener having the pow	for to vote or dispose, or	direct the vote or disposition	n of, 10% or more of	a class of equity securities of the issue
<ul> <li>Each executive of</li> </ul>	ficer and director o	f corporate issuers and	of corporate general and ma	anaging partners of p	partnership issuers, and
<ul> <li>Each general and i</li> </ul>	managing partner o	f partnership issuers.			
Check Box(es) that Apply.	Promoter	Beneficial Owner	r 🛭 Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first. Linda Chaput	if individual)				
Business or Residence Address 805 E. 35 Street, Austin,		Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Peneficial Owner	r 🛛 Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Gregg McFarland	of individual)				
Business or Residence Addre 703 Pecos Drive, South		Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	r Executive Officer	Director	General and/or Managing Partner
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Business or Residence Addre	ss (Number and	Street, City, State, Zip	Code)		
734 Ortega Court, Palo	Alto, CA 94303				
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1. Has the issuer sold, or does the issuer intend to sell, to non-uccredited investors in this offering?														
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						В. 1	INFORMAT	ION ABOU	t offer	ING				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar tenumeation for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list meaner of the borster or dealer. Time or tank the SEC and/or with a state or states, list meaner of the borster or dealer. Time or tank the SEC and/or with a state or states, list he maner of the borster or dealer. Time or tank the SEC and/or with a state or state, list the mane of the borster or dealer. Time or tank the SEC and/or with a state or state, list the mane of the borster or dealer. Time or than the SEC and/or with a state or state, list the mane of the borster or dealer. Time or than the SEC and or with a state or state, list the mane of the borster or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  Full Name (Last name first, if individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Ilas Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All AK AZ AR CA CO CT DE DC CL GA HII DD CR CR PA TILL NI LIST SEC SD TRX TILL TY TY VA WA WW WY WY WY TRX  Full Name (Last name first, if individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual) States)  All AK AZ AR CA CO CT DE DC CL GA HII DD C								11.						
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar returneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or organt of a broker of dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) pursons to be listed are associated persons of such a broker of dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Pull Name (Last name first, if individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  Business or Residence Address (Namber and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All All All All Call Call Call Call Call	١.	·								************	·· 🔀			
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Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA HI ID  IL IN IA KS KY LA ME MD MA MI MN MS MO  MT NE NV NH NJ NM NY NC ND OH OK OR PA	~	<del></del>	11 / 1	4.14	· · · ·	1.12		21.0		····		· · · · · · · · · · · · · · · · · · ·	<del></del>	
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(Check "All States" or check individual States)  AL AK AZ AR CA CO CT DE DC FL GA HI ID  IL IN IA KS KY LA ME MD MA MI MN MS MO  MT NE NV NH NJ NM NY NC ND OH OK OR PA	Na	me of As	sociated B	roker or De	aler	······································								and and processors of consider some new money.
AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NI NM NY NC ND OH OK OR PA	Sta	tes in Wi	ich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						<del></del>
IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NI NM NY NC ND OH OK OR PA		(Check	"All State:	s" or check	individual	States)			**********	*	• • • • • • • • • • • • • • • • • • • •	******		States
IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA		AL	[AK]	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check	τ	
	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	l	
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	***************************************	\$
	Equity	S_3,085.00	\$ 3,085.00
	☑ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	<u> </u>
	Other (Specify)	s	_ s
	Total	<sub>5</sub> 3,085.00	s_3,085.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	s 2,805.00
	Non-accredited Investors	4	s_280.00
	Total (for filings under Rule 504 only)		_ S
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of	Dollar Amount
	Rule 505	Security	Sold
	Regulation A		
	Rule 504		
	Total		S_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		
	Legal Fees		s
	Accounting Fees		
	Engineering Fees	-	
	Sales Commissions (specify finders' fees separately)		_
	Other Expenses (identify)	_	_
	7012		

·	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		3,085.00 \$
<b>3</b> .	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	] \$	s
	Purchase of real estate	] \$	s
	Purchase, rental or leasing and installation of machinery	-	
	and equipment		
	Construction or leasing of plant buildings and facilities	] \$	s
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
	issuer pursuant to a merger)	] \$2 [	s
	Repayment of indebtedness		
	Working capital	] \$	Z \$ 3,085.00
	Other (specify):		
		] \$	s
	Column Totals	0.00 2	S 3,085.00
	Total Payments Listed (column totals added)	□ s_3.	085.00
	D, FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of R	ion, upon writte	
	per (Print or Type) Signature / D	ate $Q_2$	101
	ille Mind Educational Holdings, Inc.	0/14	06

### - ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

NA B	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>≅</b>

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	1/ / D:	ate a	1,
Agile Mind Educational Holdings, Inc.	gresq	ma fell	8/2	-106
Name (Print or Type)	Title (Brint or Afre)			1000
Gregg Mctarland	/ 00	Uariet	Fina	ncial (4+icer

#### Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AI	APPENDIX						
	Intend to non-a investor	2 I to sell accredited rs in State i-Item I)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 f investor and archased in State t C-Item 2)		under Sta (if yes, explana waiver	ification ate ULOE		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK											
AZ											
AR											
CA	×		Common Stock	2	\$705.00	1	\$90.00				
со											
СТ											
DE											
DC											
FL											
GA											
HI											
ID											
IL								I			
IN											
IA											
KS											
KY									ſ		
LA											
ME											
MD											
МА	×		Common Stock			1	\$20.00				
MI											
MN											
MS			,								

				APP	ENDIX		<u> Miladiri</u>		
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 f investor and urchased in State t C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо								3	
МТ									
NE									
NV									
NH									
ľИ	×		Common Stock			2	\$170.00		
NM								[	
NY									
NC									
ND									-
ОН									
ок									T
OR									
PA									
RI							M		
sc									
SD									
M									
TX	×		Common Stock	3	\$2,100.00	7		Í	
UT									
VT									
VA									
WA									
wv								<u>rt</u>	
WI									

				APP	ENDIX					
Type of security Intend to sell and aggregate to non-accredited investors in State (Part B-ltem 1) (Part C-ltem 1)				4  Type of investor and amount purchased in State  (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
PR	and the second section of the sec									